

RECORDATION NO. 19489-F FILED

AUG 17 '04

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: NYC - L195Z

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 19489.

The names and addresses of the parties to the enclosed document are:

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	NYC Newco, Inc. 500 Water Street Jacksonville, FL 32202
Guarantor:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
[Assignee:	Wilmington Trust Company]

Mr. Vernon A. Williams
August 17, 2004
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A description of the railroad equipment covered by the enclosed document is:

294 open top hopper cars bearing CR and NYC reporting marks and road numbers within the series 497425 – 498172; and 6 locomotives NYC 8722 – NYC 8727 (formerly within the series CR 5575 – CR 5588).

A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-L195Z, by

CONSOLIDATED RAIL CORPORATION ("Conrail")
1000 Howard Boulevard, Fourth Floor
Mt. Laurel, New Jersey 08054

NYC NEWCO, INC. (the "Company")
500 Water Street
Jacksonville, Florida 32202

and

CSX TRANSPORTATION, INC. (the "Railroad")
500 Water Street
Jacksonville, Florida 32202.

Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "Senior Lease" with the party named in Schedule A hereto as the "Senior Lessor," which agreement was recorded with the Surface Transportation Board and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:

1. The Sublease of Railroad Equipment NYC-L195Z between Conrail, sublessor, and the Company, sublessee.
2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement NYC-L195Z by the Railroad in favor of Conrail.
3. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease NYC-L195Z by Conrail in favor of the Senior Lessor.
4. The assignment by the Railroad, assignor, of its subleasehold interest under sublease named in item 1 to Norfolk Southern Railway Company, assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused
this memorandum to be duly executed by their respective officers
thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

by .. *Joseph P. Ryan* ..

NYC NEWCO, INC

by *Laurin H. Reese*

CSX TRANSPORTATION, INC.

by *Laurin H. Reese*

STATE OF NEW YORK)

) SS.:
)

COUNTY OF NEW YORK)

On this 12th day of August, 2004, before me personally appeared Josiah Roems, to me personally known, who, by me being duly sworn, says that he is CFO & Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

MAURICE I. MICHAANE
NOTARY PUBLIC, State of New York
No. 01MI6101194
Qualified in New York County
Commission Expires Sept. 2, 2007

.....
Notary Public

My commission expires

STATE OF NEW YORK)

) SS.:
)

COUNTY OF NEW YORK)

On this 12th day of August, 2004, before me personally appeared LOUIS G. RECHER, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of NYC NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....
Notary Public

My commission expires

ANNA D'AMICO
NOTARY PUBLIC, State of New York
No. 01DA6097883
Qualified in New York County
Commission Expires Sept. 2, 2007

STATE OF NEW YORK)

) SS.:
)

COUNTY OF NEW YORK)

On this 12th day of August, 2004, before me personally appeared LOUIS G. RECHER, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of CSX TRANSPORTATION, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....
Notary Public

My commission expires

ANNA D'AMICO
NOTARY PUBLIC, State of New York
No. 01DA6097883
Qualified in New York County
Commission Expires Sept. 2, 2007

SCHEDULE A
SENIOR TRANSACTION L195Z

Senior Lease:

Trust Indenture and Security Agreement (Conrail 1995A-Z) dated as of June 27, 1995, between Consolidated Rail Corporation and Wilmington Trust Company, as amended.

Recorded with the Surface Transportation Board on June 27, 1995, and assigned recordation number 19489.

Senior Lessor:

Wilmington Trust Company, not in its individual capacity but solely as trustee under the security agreement specified above.

Schedule "B" Equipment
ETC695 NYC

Count	Car Int	CarNum	Count	Car Int	CarNum	Count	Car Int	CarNum
Open Top Hoppers			42	NYC	497522	84	NYC	497636
1	NYC	497425	43	NYC	497524	85	NYC	497637
2	NYC	497426	44	NYC	497525	86	NYC	497640
3	NYC	497428	45	NYC	497527	87	NYC	497641
4	NYC	497432	46	NYC	497528	88	NYC	497642
5	NYC	497437	47	NYC	497529	89	NYC	497644
6	NYC	497438	48	NYC	497532	90	NYC	497651
7	NYC	497440	49	NYC	497535	91	NYC	497652
8	NYC	497442	50	NYC	497536	92	NYC	497656
9	NYC	497446	51	NYC	497537	93	NYC	497658
10	NYC	497447	52	NYC	497538	94	NYC	497660
11	NYC	497448	53	NYC	497547	95	NYC	497664
12	NYC	497449	54	NYC	497549	96	NYC	497665
13	NYC	497450	55	NYC	497551	97	NYC	497671
14	NYC	497451	56	NYC	497556	98	NYC	497680
15	NYC	497452	57	NYC	497558	99	NYC	497681
16	NYC	497453	58	NYC	497560	100	NYC	497684
17	NYC	497456	59	NYC	497562	101	NYC	497686
18	NYC	497458	60	NYC	497565	102	NYC	497690
19	NYC	497461	61	NYC	497566	103	NYC	497692
20	NYC	497465	62	NYC	497567	104	NYC	497695
21	NYC	497466	63	NYC	497568	105	NYC	497698
22	NYC	497467	64	NYC	497569	106	NYC	497700
23	NYC	497471	65	NYC	497570	107	NYC	497701
24	NYC	497472	66	NYC	497571	108	NYC	497703
25	NYC	497473	67	NYC	497575	109	NYC	497706
26	NYC	497477	68	NYC	497580	110	NYC	497707
27	NYC	497488	69	NYC	497583	111	NYC	497708
28	NYC	497489	70	NYC	497584	112	NYC	497711
29	NYC	497490	71	NYC	497586	113	NYC	497715
30	NYC	497492	72	NYC	497589	114	NYC	497722
31	NYC	497496	73	NYC	497599	115	NYC	497725
32	NYC	497504	74	NYC	497602	116	NYC	497727
33	NYC	497505	75	NYC	497603	117	NYC	497728
34	NYC	497506	76	NYC	497604	118	NYC	497733
35	NYC	497507	77	NYC	497605	119	NYC	497734
36	NYC	497508	78	NYC	497607	120	NYC	497736
37	NYC	497509	79	NYC	497610	121	NYC	497737
38	NYC	497510	80	NYC	497626	122	NYC	497738
39	NYC	497512	81	NYC	497627	123	NYC	497739
40	NYC	497513	82	NYC	497630	124	NYC	497741
41	NYC	497515	83	NYC	497635	125	NYC	497742

Schedule "B" Equipment
ETC695 NYC

Count	Car Int	CarNum	Count	Car Int	CarNum	Count	Car Int	CarNum
126	NYC	497743	170	NYC	497844	214	NYC	497963
127	NYC	497744	171	NYC	497847	215	NYC	497967
128	NYC	497746	172	NYC	497849	216	NYC	497970
129	NYC	497747	173	NYC	497851	217	NYC	497971
130	NYC	497748	174	NYC	497856	218	NYC	497972
131	NYC	497751	175	NYC	497857	219	NYC	497973
132	NYC	497752	176	NYC	497858	220	NYC	497974
133	NYC	497754	177	NYC	497861	221	NYC	497978
134	NYC	497755	178	NYC	497863	222	NYC	497986
135	NYC	497756	179	NYC	497865	223	NYC	497987
136	NYC	497759	180	NYC	497867	224	NYC	497990
137	NYC	497760	181	NYC	497870	225	NYC	497991
138	NYC	497761	182	NYC	497874	226	NYC	497998
139	NYC	497764	183	NYC	497876	227	NYC	498001
140	NYC	497765	184	NYC	497882	228	NYC	498003
141	NYC	497769	185	NYC	497884	229	NYC	498004
142	NYC	497771	186	NYC	497887	230	NYC	498007
143	NYC	497776	187	NYC	497889	231	NYC	498010
144	NYC	497780	188	NYC	497890	232	NYC	498012
145	NYC	497782	189	NYC	497891	233	NYC	498014
146	NYC	497792	190	NYC	497892	234	NYC	498018
147	NYC	497793	191	NYC	497896	235	NYC	498019
148	NYC	497794	192	NYC	497903	236	NYC	498021
149	NYC	497795	193	NYC	497908	237	NYC	498023
150	NYC	497796	194	NYC	497911	238	NYC	498026
151	NYC	497799	195	NYC	497915	239	NYC	498028
152	NYC	497800	196	NYC	497919	240	NYC	498029
153	NYC	497803	197	NYC	497921	241	NYC	498036
154	NYC	497804	198	NYC	497927	242	NYC	498037
155	NYC	497806	199	NYC	497935	243	NYC	498038
156	NYC	497812	200	NYC	497937	244	NYC	498040
157	NYC	497813	201	NYC	497944	245	NYC	498043
158	NYC	497817	202	NYC	497946	246	NYC	498044
159	NYC	497821	203	NYC	497947	247	NYC	498046
160	NYC	497822	204	NYC	497948	248	NYC	498051
161	NYC	497823	205	NYC	497949	249	NYC	498055
162	NYC	497826	206	NYC	497951	250	NYC	498063
163	NYC	497827	207	NYC	497952	251	NYC	498066
164	NYC	497829	208	NYC	497953	252	NYC	498068
165	NYC	497831	209	NYC	497954	253	NYC	498076
166	NYC	497833	210	NYC	497955	254	NYC	498077
167	NYC	497835	211	NYC	497957	255	NYC	498080
168	NYC	497840	212	NYC	497959	256	NYC	498082
169	NYC	497842	213	NYC	497960	257	NYC	498083

Schedule "B" Equipment
ETC695 NYC

Count	Car Int	CarNum
258	NYC	498084
259	NYC	498085
260	NYC	498088
261	NYC	498089
262	NYC	498094
263	NYC	498096
264	NYC	498101
265	NYC	498106
266	NYC	498107
267	NYC	498108
268	NYC	498110
269	NYC	498118
270	NYC	498119
271	NYC	498121
272	NYC	498122
273	NYC	498123
274	NYC	498125
275	NYC	498128
276	NYC	498129
277	NYC	498137
278	NYC	498139
279	NYC	498140
280	NYC	498141
281	NYC	498145
282	NYC	498146
283	NYC	498147
284	NYC	498148
285	NYC	498149
286	NYC	498152
287	NYC	498154
288	NYC	498158
289	NYC	498159
290	NYC	498165
291	NYC	498166
292	NYC	498167
293	NYC	498171
294	NYC	498172

294 Total Open Top Hoppers

Schedule "B" Equipment
ETC695 NYC

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Locomotive Units

Count	Description	Original		Current	
		Unit Initial	Unit Number	Unit Initial	Unit Number
1	SD 60I Locomotives	CR	005575	NYC	8722
2	SD 60I Locomotives	CR	005576	NYC	8723
3	SD 60I Locomotives	CR	005579	NYC	8724
4	SD 60I Locomotives	CR	005583	NYC	8725
5	SD 60I Locomotives	CR	005585	NYC	8726
6	SD 60I Locomotives	CR	005588	NYC	8727
6 Total SD 60 I Locomotives					